

PLAN OF DISTRIBUTION

OF

PREMERA BLUE CROSS

Pursuant to RCW 24.03.230, the following Plan of Distribution for Premera Blue Cross, a Washington nonprofit corporation formed under RCW Chapter 24.03 (the “Corporation”), shall indicate how the Corporation shall distribute its assets upon its voluntary dissolution:

The Corporation shall apply and distribute the assets of the Corporation as follows:

1. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore; provided that, the prior assumption of liabilities by Premera Blue Cross Blue Shield of Alaska, an Alaska corporation, and [New Premera Blue Cross Corp.], a Washington corporation, in connection with transfers of the Corporation’s assets in exchange for stock of the respective entities, pursuant to the terms of the Transfer of Assets Agreements attached hereto, shall be deemed adequate provision for such liabilities;
2. Once all liabilities and obligations have been paid or adequately provided for, the Corporation’s remaining assets shall be transferred and conveyed to its sole voting member, PREMERA, a Washington nonprofit miscellaneous corporation formed under RCW Chapter 24.06.

PREMERA BLUE CROSS

By: _____

Its: _____